

**MEMORANDUM OF
FIRST AMENDMENT TO SURFACE USE AGREEMENT**

THIS MEMORANDUM OF FIRST AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between Ludwig Family Farms, LLC ("Owner"), whose address is 18010 County Road 38, Platteville, CO 80651 the Owner of the surface estate described below (the "Property") and PDC Energy, Inc. ("Company"), whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (individually, a "party;" together, "the parties").

Legal Location: Township 3 North, Range 65 West of the 6th P.M.

Section 6: S/2NE

Tax Parcel # 121306000015, Weld County, Colorado ("Property")

the Property is more particularly described in Exhibit "A" attached hereto;

WHEREAS, the parties entered into that certain Surface Use Agreement dated and effective November 29, 2017 (the "Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective November 29, 2017, recorded January 22, 2018 at Reception No. 4369430 in the Weld County Clerk and Records Office, State of Colorado;

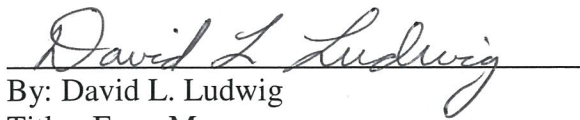
WHEREAS, Owner and Company desire to amend the Original Agreement;

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement and the correction to the Property. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds and inures to the benefit of Owner and Company and their respective heirs, personal representatives, successors and assigns. The Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes. Any person having a lawful right or legitimate interest in the Agreement may examine a copy of the Agreement at Company's office during normal business hours.

IN WITNESS WHEREOF, the parties have executed this Amendment on this 31st day of January, 2018, but effective for all purposes as of November 29, 2017.

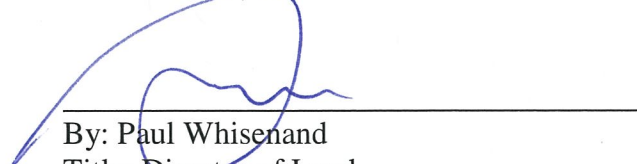
OWNER:

LUDWIG FAMILY FARMS, LLC


By: David L. Ludwig
Title: Farm Manager

COMPANY:

PDC ENERGY, INC.


By: Paul Whisenand
Title: Director of Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 12 day of February, 2018, before me personally appeared David L. Ludwig, Farm Manager of the Ludwig Family Farms, LLC, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)

DANIELLE BARNES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20174019959
MY COMMISSION EXPIRES MAY 9, 2021

My commission expires: May 9, 2021

Danielle Barnes
Notary Public

State of Colorado)
) §
City and County of Denver)

On this 1st day of March, 2018, before me personally appeared Paul Whisenand, Director of Land, for PDC Energy, Inc., known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)

TRACIE OWENS-YATES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20054039521
My Commission Expires Mar. 5, 2018

My commission expires: 3/5/2018

Tracie Owens-Yates
Notary Public

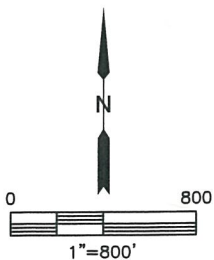
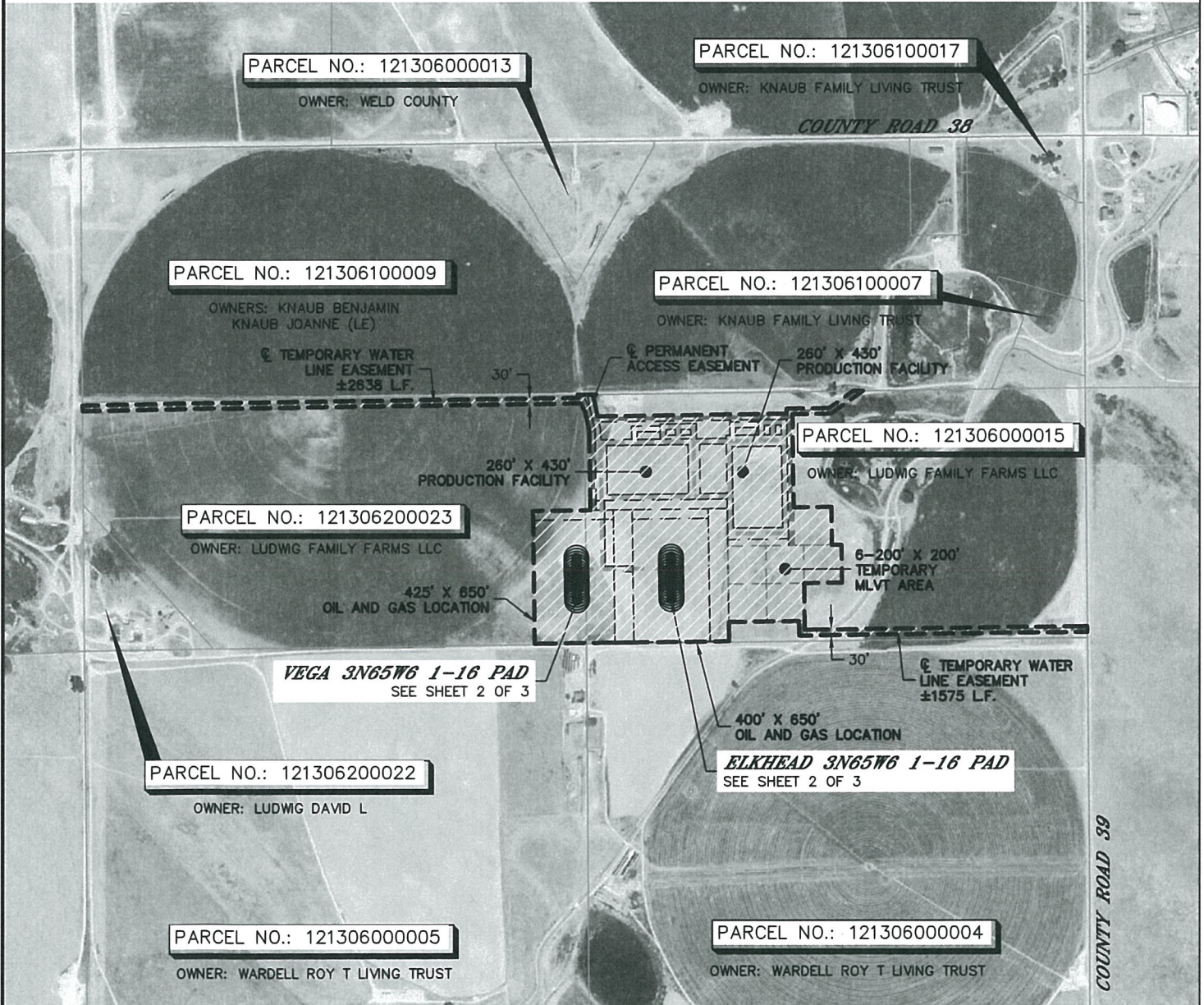
EXHIBIT "A" Page 1 of 3

This Exhibit "A" is attached to and made a part of that certain Memorandum of First Amendment to Surface Use Agreement by and between Ludwig Family Farms LLC Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE/4
Weld County, Colorado

Reviewed by Owner: Ludwig Family Farms LLC

Initial here: *WLF*



LEGEND

	OIL AND GAS OPERATIONS AREA ("OGOA") = 39.1 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT



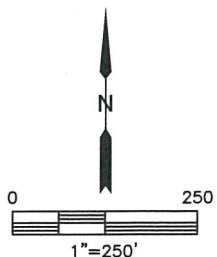
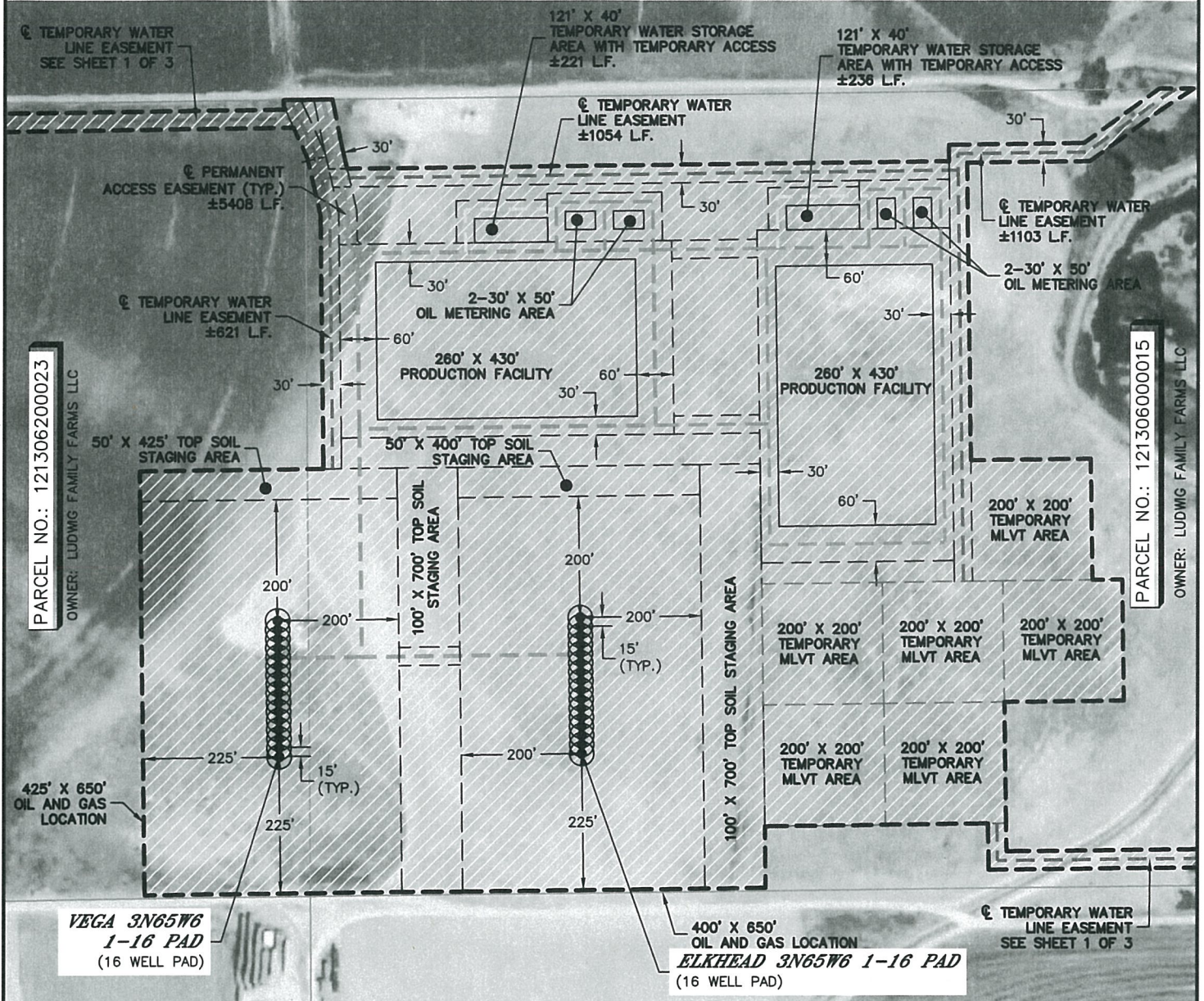
DATE: 2/1/2018
PROJECT#: 2017110

EXHIBIT "A" Page 2 of 3

This Exhibit "A" is attached to and made a part of that certain Memorandum of First Amendment to Surface Use Agreement by and between Ludwig Family Farms LLC Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE/4
Weld County, Colorado

DL



LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 39.1 ACRES
- APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
- APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
- APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT



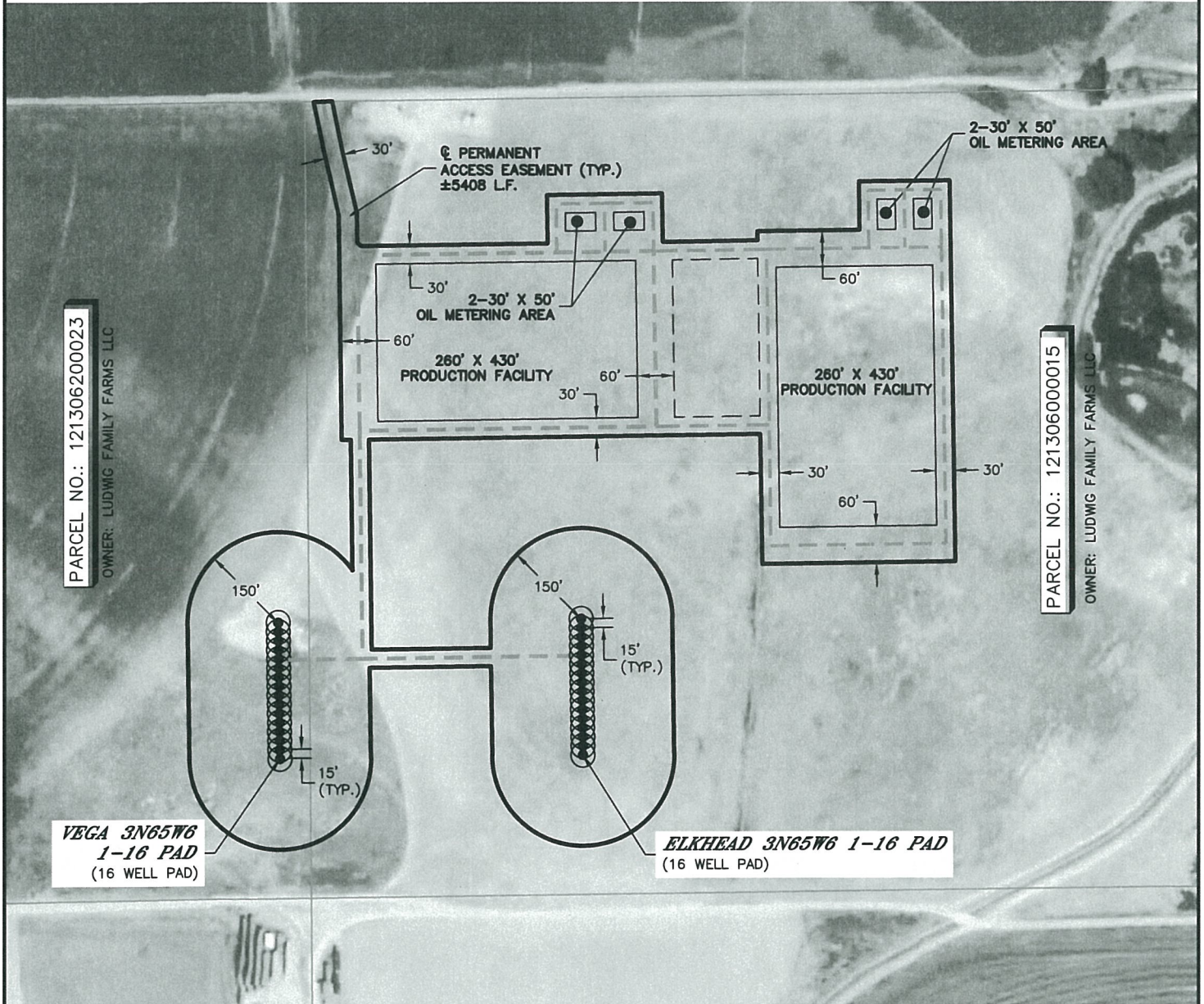
DATE: 2/1/2018
 PROJECT#: 2017110

EXHIBIT "A" Page 3 of 3

This Exhibit "A" is attached to and made a part of that certain Memorandum of First Amendment to Surface Use Agreement by and between Ludwig Family Farms LLC Owner, and PDC Energy, Inc., Company. Covering the following lands:

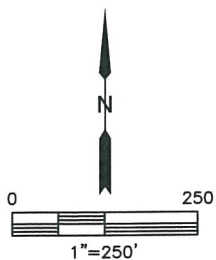
Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE/4
Weld County, Colorado

PSL



PARCEL NO.: 121306200023
OWNER: LUDWIG FAMILY FARMS LLC

PARCEL NO.: 121306000015
OWNER: LUDWIG FAMILY FARMS LLC



LEGEND

	PERMANENT DISTURBANCE = 16.6 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



DATE: 2/1/2018
PROJECT#: 2017110